The Myanmar Investment Commission

Union of Myanmar
Form (2) Sr. No. 1262
Dated 4-11-97
Myanmar Investment Commission

PERMIT

Permit No. 288/97 *Date* 4th NOVEMBER, 1997

The Myanmar Investment Commission issues this Permit under Section 10 of the Union of Myanmar Foreign Investment Law -

(a) Name of Promoter MANAGING DIRECTOR, MYANMA PERENNIAL CROP ENTERPRISE

(b) Citizenship MYANMAR

(c) Address THIRIMINGLAR AVENUE, OFF KABA AYE PAGODA ROAD, YANKIN, YANGON

(d) Name and address of principal organization MYANMA PERENNIAL CROP ENTERPRISE, THIRIMINGLAR AVENUE, OFF KABA AYE PAGODA ROAD, YANKIN, YANGON.

(e) Place of incorporation YANGON

(f) Type of business in which investment is to be made ESTABLISHING CASHEW PLANTATION & MARKETING

(g) Place (s) at which investment is permitted MINYE DAM SITE AND SCHWELLONG VILLAGE, OKTWIN TOWNSHIP, TAUNGGOO DISTRICT, BAGO DIVISION

(h) Amount of foreign capital US$ 5.67 MILLION

(i) Period for bringing in foreign capital WITHIN 10 YEARS

(j) Total amount of capital (Kyat) 40.52 MILLION (KYAT FORTY MILLION FIFTY TWO THOUSAND ONLY)

(k) Permitted duration of investment 25 YEARS

(l) Name of the economic organization to be formed in Myanmar MYANMAR SINGAPORE PLANTATION LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုမြန်မာနိုင်ငံတော်
(၂)
စာအမှတ် ၁၂၆၂
နေ့စွဲ ၄-၁၁-၉၇
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၂၀၀/၉၇ ၁၉၉၇ခုနှစ်၊ နိုဝင်ဘာ လ ၄ ရက်။

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် ဦးဆောင်ညွှန်ကြားရေးမှူး၊ မြန်မာ့နှစ်ရှည်ပင်လုပ်ငန်း

(ခ) မည်သည့်နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ သီရိမင်္ဂလာရိပ်သာ၊ ကမ္ဘာအေးဘုရားလမ်းသွယ်၊ ရန်ကင်း၊ ရန်ကုန်မြို့။

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ မြန်မာ့နှစ်ရှည်ပင်လုပ်ငန်း သီရိမင်္ဂလာရိပ်သာ၊ ကမ္ဘာအေးဘုရားလမ်းသွယ်၊ ရန်ကင်း၊ ရန်ကုန်မြို့။

(င) ဖွဲ့စည်းရာအရပ် ရန်ကုန်မြို့

(စ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား သီဟိုဠ်ရက်စိုက်ပျိုးခြင်း၊ ထုတ်လုပ်ခြင်းနှင့် ရောင်းဝယ်ခြင်းလုပ်ငန်း။

(ဆ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ) မင်းဂံဆည်နှင့် ရွှေလောင်းကျေးရွာ၊ အုတ်တွင်းမြို့နယ်၊ တောင်ငူခရိုင်၊ ပဲခူးတိုင်း။

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ၅.၆၇ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၁၀ နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်း ပမာဏ(ကျပ်) ၄၀.၅၂ သန်း
(ကျပ်လေးဆယ်သန်း ၊ ငါးသိန်း၊ နှစ်သောင်းတိတိ)

(ဋ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း ၂၅ နှစ်

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းအမည်
MYANMAR SINGAPORE PLANTATION LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

GOVERNMENT OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
653 / 691, Merchant Street, Yangon.

Our ref : Ya Ka-1/426/97(၁၁၆၁) Tel : 272219, 272855
Dated : 4th November, 1997. Fax : 095-01-282101

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Establishing Cashew Plantation & Marketing" under the name of "Myanmar Singapore Plantation Limited".

Reference: Ministry of Agriculture and Irrigation letter No. 11/MPSL(97)5250/97 dated 5-9-97.

1. The Myanmar Investment Commission, at its meeting 15/97 held on 12-9-97 had reviewed the proposal for investment in "Establishing Cashew Plantation & Marketing" under the name of "Myanmar Singapore Plantation Limited" submitted as a Joint Venture between Myanma Perennial Crop Enterprise and Myanmar Plantation Singapore Pte Ltd. of Singapore. After careful review, it was deliberated that the proposed project be approved in principle for implementation and the proposal be submitted to the Cabinet meeting for final approval.

2. The Cabinet, at its meeting 37/97 held on 3-10-97 resolved to permit the implementation of the said project. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Union of Myanmar Foreign Investment Law and Chapter VI, Rule 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 25(Twenty Five) years and extendible for another 5(Five) years upon mutual agreement between Myanma Perennial Crop Enterprise and Myanmar Singapore Plantation Limited subject to the approval of the Myanmar Investment Commission. At the expiry of the leased period, Myanmar Singapore Plantation Limited shall transfer the leased, property to the Myanma Perennial Crop Enterprise without any consideration or payment.

4. Myanmar Plantation Singapore Pte Ltd. shall provide a Performance Bank Guarantee at 5(Five) percent of Foreign Investment to the amount of US $ 81,000 (United Stated Dollars Eighty

One Thousand Only) in favour of the Myanma Perennial Crop Enterprise within 45(Forty Five) days after the signing of the Joint Venture Agreement.

5. The annual rent shall be US $ 8 (United States Dollars Eight Only) per acre per annum. The rent shall be reviewed every 5(Five) years and the increase of the rent shall not be more than 15(Fifteen) percent of the preceding annual rent.

6. Myanma Perennial Crop Enterprise shall have the option to buy 5(Five) percent of total share holding of Myanmar Plantation Singapore Pte Ltd. every 5(Five) years up to a maximum 50(Fifty) percent of total share holding of Myanmar Plantation Singapore Pte Ltd. Provided that such option shall be exerciseable only beginning from the year following the year in which the repayment of all the foreign Bank loans has been made.

7. In issuing this "Permit" the Commission has granted the following exemptions and reliefs:

(a) As per Section-21(a), exemption from income-tax up to three consecutive years from the year of commencement of commercial operation.

(b) As per Section-21(b), regarding exemption from income-tax on profits of the business if they are maintained in a reserve fund and re-invested therein within one year after the reserve is made, Myanmar Singapore Plantation Limited shall apply for such exemption only after 3-year tax holiday period.

(c) As per Section-21(c), Myanmar Singapore Plantation Limited shall be granted to accelerate depreciation in respect of machinery, equipment, building or other capital assets used in the business to the extent of the original value for the purpose of income-tax assessment. However, Myanmar Singapore Plantation Limited shall have to apply to the Commission such rates of depreciation.

(d) As per Section-21(d), relief from income-tax up to 50 percent on profits accrued from exports, such relief has to be applied, upon actual performance, following 3-year tax holiday period.

(e) As per Section-21(e), Myanmar Singapore Plantation Limited shall have the right to pay income-tax payable to the State on behalf of foreigners who have come from abroad and are employed in the enterprise and the right to deduct such payment from the assessable income.

(f) As per Section-21(f), the Commission has also approved the right to pay income-tax on the income of the above-mentioned foreigners at the rates applicable to the citizens residing within the country.

(g) As per Section-21(g), regarding the right to deduct from the assessable income such expenses incurred in respect of research and development relating to the enterprise which are actually required and are carried out within the State, Myanmar Singapore Plantation Limited. shall apply, upon actual performance of such research and development programme, only after 3-year tax holiday period.

(h) As per Section-21(h), regarding right to carry forward and set-off up to three consecutive years from the year the loss is sustained following the enjoyment of exemption from income-tax, Myanmar Singapore Plantation Limited shall file the case, if any, to the Ministry of Finance and Revenue in accordance with Section-4 of the Income Tax Amendment Law, 1991.

(i) As per Section-21(i), exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction.

(j) As per Section-21(j), exemption from customs duty and all other internal taxes on such raw materials and additional import of machinery, equipment and spare parts which are actually required for operation of the business shall be granted within three years of commercial operation following the period of construction. However, such imports shall be subject to the approval endorsed by the Ministry of Agriculture and Irrigation.

8. Myanma Perennial Crop Enterprise shall have to sign Joint Venture Agreement with Myanmar Plantation Singapore Pte Ltd. and shall also have to sign Lease Agreement with Myanmar Singapore Plantation Limited. After signing such agreements, (5) copies each of those shall have to be forwarded to the Commission.

9. Myanmar Singapore Plantation Limited, in consultation with the Department of Company Administration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

10. Myanmar Singapore Plantation Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

11. The official date of operation shall be reported to the Commission.

12. The Commission approves periodical appointments of foreign experts and technicians from abroad as per Proposal. Myanmar Singapore Plantation Limited shall have to consult with Directorate of Labour, Ministry of Labour for appointment of such foreign experts and technicians.

13. In order to evaluate foreign capital in terms of Kyats and for the purpose of its registration in accordance with the provision under Section-24 of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner.

(a) The amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened.

(b) The detailed lists of the type and value of foreign capital defined under Section-2(h) of the said Law, other than foreign currency, to the Chairman, Foreign Capital Evaluation Sub-Committee.

14. Whenever Myanmar Singapore Plantation Limited brings in foreign capital defined under Section-2(h) of the Law, other than foreign currency in the manner stated in paragraph 13(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

15. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have to be submitted to the Commission as prescribed, vide letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure(1)]

16. Myanmar Singapore Plantation Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

17. Myanmar Singapore Plantation Limited shall be responsible for the preservation of the environment at and around the area of the project site. Hence, it shall observe the directive issued by the Commission vide letter No. Ya Ka-1/139/94 (0440) dated 30-6-94 [Annexure(2)] to undertake all proper treatment systems and other necessary environmental control systems.

18. Myanmar Singapore Plantation Limited shall follow the procedures prescribed by the Commission, vide letter No. Ya Ka-7/408/94 (0424) dated 29-6-94 [Annexure(3)] to expedite the clearance of imports of capital and inter-industry use goods brought in as investment during the permitted.

19. Payment of principal and interest of the loan (if any) shall only be made out of the official foreign exchange earnings of Myanmar Singapore Plantation Limited.

20. Myanmar Singapore Plantation Limited, in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter VIII, Rule 15 of the Procedures relating to the Union of Myanmar Foreign Investment Law.

By Order,

Brig.-Gen Maung Maung

Secretary

(Minister at the Deputy Prime Minister's Office)

Managing Director

Myanma Perennial Crop Enterprise

cc:
1. Office of the Chairman of State Law and Order Restoration Council
2. Office of the State Law and Order Restoration Council
3. Office of the Government of the Union of Myanmar
4. Deputy Prime Minister's Office
5. Ministry of National Planning and Economic Development
6. Ministry of Finance and Revenue
7. Ministry of Commerce

8. Ministry of Agriculture and Irrigation
9. Ministry of Foreign Affairs
10. Ministry of Home Affairs
11. Ministry of Immigration and Population
12. Ministry of Labour
13. Chairman, Committee for Assisting the Myanmar Investment Commission (Governor, Central Bank of Myanmar)
14. Chairman, Foreign Capital Evaluation Sub-Committee (Director General, Central Equipment Statistics and Inspection Department)
15. Director General, Directorate of Investment and Company Administration
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Managing Director, Myanma Insurance
21. Director General, Directorate of Trade
22. Director General, Immigration and Manpower Department
23. Director General, Directorate of Labour
24. Chairman, Union of Myanmar Chamber of Commerce and Industry

ပြည်ထောင်စုမြန်မာနိုင်ငံတော်
ပုံစံ (၂)
စာအမှတ် ၁၀၆၄/(၉)
နေ့စွဲ ၃၀-၉-၉၇
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၂၈၆/၉၇ ၁၉၉၇ခုနှစ်၊ စက်တင်ဘာ လ ၃၀ ရက်

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် MR. R.R. LOCHER

(ခ) မည်သည့်နိုင်ငံသား SWISS

(ဂ) နေရပ်လိပ်စာ HOERNDLIRAIN 8, 6318 WALCHWIL
SWITZERLAND

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ ZAREMBU INVEST SA
PANAMA

(င) ဖွဲ့စည်းရာအရပ်
PANAMA

(စ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား ဘိလပ်မြေများထုတ်ပိုးခြင်း၊ အသင့်ဖျော်စပ်ပြီး ဘိလပ်မြေများ၊ ကွန်ကရိဘလောက်တုံးများထုတ်လုပ်ခြင်းနှင့်ဖြန့်ဖြူးရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ)
သန်လျင်-ကျောက်တန်းစက်မှုဇုန် (သီလဝါ)

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ~~၈၈.၅၂၆ သန်း~~ ၂၉.၁၀၁သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ
စာချုပ်လက်မှတ်ရေးထိုးပြီး (၃) နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်း ပမာဏ(ကျပ်)
အမေရိကန်ဒေါ်လာ ~~၈၈.၅၂၆~~ ၂၉.၁၀၁ သန်းနှင့်ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း ၁၀ နှစ်

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းအမည်
THILAWA CEMENT AND BUILDING MATERIALS LTD.

၂၆-၆-၉၈နေ့တွင်ပြုလုပ်သည့် ကော်မရှင်အစည်းအဝေးအမှတ်စဉ် ၁၁/၉၈ ဆုံးဖြတ်ချက်အရပြင်ဆင်သည်။

(သင်းမောင်)
ညွှန်ကြားရေးမှူး
ရင်းနှီးမြှုပ်နှံမှုနှင့်ကုမ္ပဏီများညွှန်ကြားမှု ဦးစီးဌာန။

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

The Myanmar Investment Commission

Form (2)
Sr. No 1063(h)
Dated 30:9:97
Union of Myanmar Myanmar Investment Commission

PERMIT

Permit No. 286/97 Date 30th SEPTEMBER 1997

The Myanmar Investment Commission issues this Permit under Section 10 of the Union of Myanmar Foreign Investment Law -

(a) Name of Promoter MR.R.R. LOCHER

(b) Citizenship SWISS

(c) Address HOERNDLIRAIN 8,6318 WALCHWIL SWITZERLAND

(d) Name and address of principal organization ZAREMBO INVEST SA, PANAMA

(e) Place of incorporation PANAMA

(f) Type of business in which investment is to be made PRODUCTION AND DISTRIBUTION OF BAGGED CEMENT,READY MIX CONCRETE AND PRE CAST

(g) Place (s) at which investment is permitted THANLYIN - KYUAKTAN INDUSTRIAL ZONE (THILAWA)

(h) Amount of foreign capital US $ 30.526 MILLION

(i) Period for bringing in foreign capital WITHIN 3 YEARS AFTER SIGNING OF THE CONTRACT

(j) Total amount of capital (Kyat) EQUAIVALENT IN KYAT OF US $ 30.526 MILLION

(k) Permitted duration of investment 50 YEARS

(l) Name of the economic organization to be formed in Myanmar THILAWA CEMENT AND BUILDING MATERIALS LTD.

Chairman
The Myanmar Investment Commission

ပြည်ထောင်စုမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
စာအမှတ် ၁၀၆၄
နေ့စွဲ ၁၀.၉.၉၇

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့် ပြု မိန့်

ခွင့်ပြုမိန့်အမှတ် ၂၀၆/၉၇ ၁၉၉၇ခုနှစ်၊ စက်တင်ဘာ လ ၁၀ ရက်

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် –

(က) ကမကထပြုသူ၏အမည် MR. R.R. LOCHER

(ခ) မည်သည့်နိုင်ငံသား SWISS

(ဂ) နေရပ်လိပ်စာ HOERNDLIRAIN 8, 6318 WALCHWIL
SWITZERLAND

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ ZAREMBU INVEST SA
PANAMA

(င) ဖွဲ့စည်းရာအရပ်
PANAMA

(စ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား ဘိလပ်မြေမှုန့်ထုတ်ပိုးခြင်း၊ အသင့်ဖျော်စပ်ပြီး ဘိလပ်မြေမှုန့်၊ ကွန်ကရိ လောက်တုံး မှုန့်ထုတ်လုပ်ခြင်းနှင့်ဖြန့်ဖြူး ရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ)
သန်လျင်–ကျောက်တန်းစက်မှုဇုန် (သီလဝါ)

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ၃၀.၁၂၆ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ
စာချုပ်လက်မှတ်ရေးထိုးပြီး (၃) နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်း ပမာဏ(ကျပ်)
အမေရိကန်ဒေါ်လာ ၃၀.၁၂၆ သန်းနှင့်ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း ၁၀ နှစ်

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းအမည်
THILAWA CEMENT AND BUILDING MATERIALS LTD.

[signature]

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

GOVERNMENT OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

653 / 691, Merchant Street, Yangon.

Our ref : Ya Ka-1/428/97(1063(H))

Dated : 30th September 1997

Tel : 272219, 272855

Fax : 095-01-282101

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Production and Distribution of Bagged Cement, Ready Mix Concrete and Pre Cast" under the name of "Thilawa Cement and Building Materials Limited".

Reference: Ministry of Construction Letter No. 22/Khwe-3/97 (C 2115) dated 26-8-97.

1. The Myanmar Investment Commission, at its meeting 14/97 held on 29-8-97 had reviewed the proposal for investment in "Production and Distribution of Bagged Cement, Ready Mix Concrete and Pre Cast" under the name of "Thilawa Cement and Building Materials Limited" submitted by Zarembo Invest SA of Panama as a wholly foreign owned investment. After careful review, it was deliberated that the proposed project be approved in principle for implementation and the proposal be submitted to the Cabinet meeting for final approval.

2. The Cabinet, at its meeting 36/97 held on 16-9-97 resolved to permit the implementation of the said project. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Union of Myanmar Foreign Investment Law and Chapter VI, Rule 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50(Fifty) years.

4. Thilawa Cement and Building Materials Limited shall provide Land Use Premium to the amount of US $ 3,600,000 (United States Dollars Three Million Six Hundred Thousand Only) in favour of Thanlyin-Kyauktan Development Co., Ltd.

5. Annual ground rent in respect of the land is payable to the Department of Human Settlement and Housing Development which will be collected by the Thanlyin-Kyauktan Development Co., Ltd. on behalf of Department of Human Settlement and Housing Development at the rate of US $ 0.90 (United States Dollars Zero Point Nine) per square metre per annum and reviewable as per Sub-Lease Agreement.

6. Thilawa Cement and Building Materials Limited shall pay an annual management fee calculated at US $ 0.50 (United States Dollars Zero Point Five) per square meter per annum and shall also pay annual rental fee to the amount of US $ 0.90 (United States Dollars Zero Point Nine) per

square meter per annum to the State. The annual management fee shall be reviewed every 5(Five) years and the increase of the management fee shall not be more than 5(Five) percent of the preceding annual fee.

7. Thilawa Cement and Building Materials Limited shall pay occupancy fee to the amount of US $ 90 (United States Dollars Ninety Only) per square meter of the area of the land to Thanlyin-Kyauktan Development Co., Ltd.

8. In issuing this "Permit" the Commission has granted the following exemptions and reliefs:

(a) As per Section-21(a), exemption from income-tax up to three consecutive years from the year of commencement of commercial operation.

(b) As per Section-21(b), regarding exemption from income-tax on profits of the business if they are maintained in a reserve fund and re-invested therein within one year after the reserve is made, Thilawa Cement and Building Materials Limited shall apply for such exemption only after 3-year tax holiday period.

(c) As per Section-21(c), Thilawa Cement and Building Materials Limited shall be granted to accelerate depreciation in respect of machinery, equipment, building or other capital assets used in the business to the extent of the original value for the purpose of income-tax assessment. However, Thilawa Cement and Building Materials Limited shall have to apply to the Commission such rates of depreciation.

(d) As per Section-21(d), relief from income-tax up to 50 percent on profits accrued from exports, such relief has to be applied, upon actual performance, following 3-year tax holiday period.

(e) As per Section-21(e), Thilawa Cement and Building Materials Limited shall have the right to pay income-tax payable to the State on behalf of foreigners who have come from abroad and are employed in the enterprise and the right to deduct such payment from the assessable income.

(f) As per Section-21(f), the Commission has also approved the right to pay income-tax on the income of the above-mentioned foreigners at the rates applicable to the citizens residing within the country.

(g) As per Section-21(g), regarding the right to deduct from the assessable income such expenses incurred in respect of research and development relating to the enterprise which are actually required and are carried out within the State, Thilawa Cement and Building Materials Limited shall apply, upon actual performance of such research and development programme, only after 3-year tax holiday period.

(h) As per Section-21(h), regarding right to carry forward and set-off up to three consecutive years from the year the loss is sustained following the enjoyment of exemption from income-tax, Thilawa Cement and Building Materials Limited shall file the case, if any, to the Ministry of Finance and Revenue in accordance with Section-4 of the Income Tax Amendment Law, 1991.

(i) As per Section-21(i), exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction.

(j) As per Section-21(j), exemption from customs duty and all other internal taxes on such raw materials and additional import of machinery, equipment and spare parts which are actually required for operation of the business shall be granted within three years of commercial operation following the period of construction.

9. Thilawa Cement and Building Materials Limited, shall have to sign Sub-Lease Agreement with Thanlyin-Kyauktan Development Co., Ltd. After signing such Agreements, (5) copies each of those shall have to be forwarded to the Commission.

10. Thilawa Cement and Building Materials Limited, in consultation with the Department of Company Administration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

11. Thilawa Cement and Building Materials Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

12. The official date of operation shall be reported to the Commission.

13. The Commission approves periodical appointments of foreign experts and technicians from abroad as per Proposal. Thilawa Cement and Building Materials Limited shall have to consult with Directorate of Labour, Ministry of Labour for appointment of such foreign experts and technicians.

14. In order to evaluate foreign capital in terms of Kyats and for the purpose of its registration in accordance with the provision under Section-24 of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner.

(a) The amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened.

(b) The detailed lists of the type and value of foreign capital defined under Section-2(h) of the said Law, other than foreign currency, to the Chairman, Foreign Capital Evaluation Sub-Committee.

15. Whenever Thilawa Cement and Building Materials Limited brings in foreign capital defined under Section 2(h) of the said Law, other than foreign currency in the manner stated in paragraph 14(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally

recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

16. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have to be submitted to the Commission as prescribed, vide letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure(1)]

17. Thilawa Cement and Building Materials Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

18. Thilawa Cement and Building Materials Limited shall be responsible for the preservation of the environment at and around the area of the project site. Hence, it shall observe the directive issued by the Commission vide letter No. Ya Ka-1/139/94 (0440) dated 30-6-94 [Annexure(2)] to undertake all proper treatment systems and other necessary environmental control systems.

19. Thilawa Cement and Building Materials Limited shall follow the procedures prescribed by the Commission, vide letter No. Ya Ka-7/408/94 (0424) dated 29-6-94 [Annexure(3)] to expedite the clearance of imports of capital and inter-industry use goods brought in as capital investment and raw materials required during the initial 3-year operation period.

20. Payment of principal and interest of the loan (if any) shall only be made out of the official foreign exchange earnings of Thilawa Cement and Building Materials Limited.

21. Thilawa Cement and Building Materials Limited, in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter VIII, Rule 15 of the Procedures relating to the Union of Myanmar Foreign Investment Law.

By Order,

Brig-Gen Maung Maung
Secretary
(Minister at the Deputy Prime Minister's Office)

Mr. R.R. Locher
Zarembo Invest SA
c/o Director General
Department of Human Settlement and Housing Development

cc:
1. Office of the Chairman of State Law and Order Restoration Council
2. Office of the State Law and Order Restoration Council
3. Office of the Government of the Union of Myanmar
4. Deputy Prime Minister's Office
5. Ministry of National Planning and Economic Development
6. Ministry of Finance and Revenue
7. Ministry of Commerce
8. Ministry of Construction
9. Ministry of Foreign Affairs
10. Ministry of Home Affairs
11. Ministry of Immigration and Population
12. Ministry of Labour
13. Chairman, Committee for Assisting the Myanmar Investment Commission (Governor, Central Bank of Myanmar)
14. Chairman, Foreign Capital Evaluation Sub-Committee (Director General, Central Equipment Statistics and Inspection Department)
15. Director General, Directorate of Investment and Company Administration
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Managing Director, Myanma Insurance
21. Director General, Directorate of Trade
22. Director General, Immigration and Manpower Department
23. Director General, Directorate of Labour
24. Chairman, Union of Myanmar Chamber of Commerce and Industry

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၂၈၅/၉၇ ၁၉၉၇ခုနှစ်၊ စက်တင်ဘာလ ၃၀ ရက်။

ပြည်ထောင်စုမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် MR. MASATOMO KUROSAWA

(ခ) မည်သည့်နိုင်ငံသား JAPANESE

(ဂ) နေရပ်လိပ်စာ 453-1, KAMIAHARACHO, KOFU-CITY, YAMANASHI, JAPAN

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ KUROSAWA TRUST CO., LTD, 453-1, KAMIAHARACHO, KOFU-CITY, YAMANASHI, JAPAN

(င) ဖွဲ့စည်းရာအရပ် JAPAN

(စ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား ကျောက်မျက်ရတနာများကို အပေါင်ပေးခြင်း၊ ဖြတ်တောက်ခြင်း၊ သွေးခြင်းအရောင်တင်ခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ) အမှတ် ၂၂၊ ပြည်လမ်း၊ ၇မိုင်ခွဲ၊ မရမ်းကုန်းမြို့နယ်၊ ရန်ကုန်မြို့

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ၆.၇၄သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ စာချုပ်ချုပ်ဆိုပြီး ၂နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်း ပမာဏ(ကျပ်) ၄၄.၉၄ သန်း (ကျပ်လေးဆယ့်လေးသန်း၊ ကိုးသိန်းလေးသောင်းတိတိ)

(ဋ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း ၂၅ နှစ်

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းအမည် MYANMAR KUROSAWA TRUST CO., LTD

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

Union of Myanmar Investment Commission

Form (2) Sr. No 1063(9)

Dated 30.9.97

The Myanmar Investment Commission

PERMIT

Permit No. 285/97 *Date* 30th SEPTEMBER 1997

The Myanmar Investment Commission issues this Permit under Section 10 of the Union of Myanmar Foreign Investment Law -

(a) Name of Promoter MR. MASATOMO KUROSAWA

(b) Citizenship JAPANESE

(c) Address 453-1, KAMIAHARACHO, KOFU - CITY, YAMANASHI, JAPAN

(d) Name and address of principal organization KUROSAWA TRUST CO., LTD 453-1, KAMIAHARACHO, KOFU-CITY, YAMANASHI, JAPAN

(e) Place of incorporation JAPAN

(f) Type of business in which investment is to be made TREATING, HEATING, CUTTING, POLISHING, PRODUCTION AND SALES OF JEWELLERY

(g) Place (s) at which investment is permitted 22, PYAY ROAD, 7½ MILE, MAYANGONE TOWNSHIP, YANGON

(h) Amount of foreign capital US $ 6.74 MILLION

(i) Period for bringing in foreign capital WITHIN TWO YEARS AFTER SIGNING OF CONTRACT

(j) Total amount of capital (Kyat) 44.94 MILLION (KYAT FOURTY FOUR MILLION NINE HUNDRED AND FOURTY THOUSAND ONLY)

(k) Permitted duration of investment 25 YEARS

(l) Name of the economic organization to be formed in Myanmar MYANMAR KUROSAWA TRUST CO., LTD

Chairman

The Myanmar Investment Commission

GOVERNMENT OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

653 / 691, Merchant Street, Yangon.

Our ref : Ya Ka-1/424/97 (1063(g)) Tel : 272219, 272855
Dated : 30th September 1997 Fax : 095-01-282101

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Treating, Heating, Cutting, Polishing, Production and Sales of Jewellery" under the name of "Myanmar Kurosawa Trust Co., Ltd.".

Reference: The Union of Myanmar Economic Holdings Limited Letter No.Oo Pine/Ah Sa Pa/97 (MKT) 236 dated 25-8-97.

1. The Myanmar Investment Commission, at its meeting 14/97 held on 29-8-97 had reviewed the proposal for investment in "Treating, Heating, Cutting, Polishing, Production and Sales of Jewellery" under the name of "Myanmar Kurosawa Trust Co., Ltd." submitted as a Joint Venture between Kurosawa Trust Company Limited of Japan and Daw Phyu Phyu Oo of Myanmar. After careful review, it was deliberated that the proposed project be approved in principle for implementation and the proposal be submitted to the Cabinet meeting for final approval.

2. The Cabinet, at its meeting 36/97 held on 16-9-97 resolved to permit the implementation of the said project. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Union of Myanmar Foreign Investment Law and Chapter VI, Rule 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 25(Twenty Five) years commencing from the effective date of the Lease Agreement and extendible for another 5(Five) years upon mutual agreement between the Union of Myanmar Economic Holdings Limited and Myanmar Kurosawa Trust Co., Ltd. subject to the approval of the Myanmar Investment Commission. At the expiry of the leased period, Myanmar Kurosawa Trust Co., Ltd. shall transfer the leased land and buildings to the Union of Myanmar Economic Holdings Limited in a well maintained condition without any consideration.

However, Myanmar Kurosawa Trust Co., Ltd. shall have to apply to the Commission such rates of depreciation.

(d) As per Section-21(d), relief from income-tax up to 50 percent on profits accrued from exports, such relief has to be applied, upon actual performance, following 3-year tax holiday period.

(e) As per Section-21(e), Myanmar Kurosawa Trust Co., Ltd. shall have the right to pay income-tax payable to the State on behalf of foreigners who have come from abroad and are employed in the enterprise and the right to deduct such payment from the assessable income.

(f) As per Section-21(f), the Commission has also approved the right to pay income-tax on the income of the above-mentioned foreigners at the rates applicable to the citizens residing within the country.

(g) As per Section-21(g), regarding the right to deduct from the assessable income such expenses incurred in respect of research and development relating to the enterprise which are actually required and are carried out within the State, Myanmar Kurosawa Trust Co., Ltd.. shall apply, upon actual performance of such research and development programme, only after 3-year tax holiday period.

(h) As per Section-21(h), regarding right to carry forward and set-off up to three consecutive years from the year the loss is sustained following the enjoyment of exemption from income-tax, Myanmar Kurosawa Trust Co., Ltd. shall file the case, if any, to the Ministry of Finance and Revenue in accordance with Section-4 of the Income Tax Amendment Law, 1991.

(i) As per Section-21(i), exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction.

(j) As per Section-21(j), exemption from customs duty and all other internal taxes on such raw materials and additional import of machinery, equipment and spare parts which are actually required for operation of the business shall be granted within three years of commercial operation following the period of construction.

10. Kurosawa Trust Company Limited shall have to sign Joint Venture Agreement with Daw Phyu Phyu Oo. Myanmar Kurosawa Trust Co., Ltd. shall have to sign the Lease Agreement

with the Union of Myanmar Economic Holdings Limited. After signing such Agreements, (5) copies each of those shall have to be forwarded to the Commission.

11. Myanmar Kurosawa Trust Co., Ltd., in consultation with the Department of Company Administration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

12. Myanmar Kurosawa Trust Co., Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

13. The official date of operation shall be reported to the Commission.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per Proposal. Myanmar Kurosawa Trust Co., Ltd. shall have to consult with Directorate of Labour, Ministry of Labour for appointment of such foreign experts and technicians.

15. In order to evaluate foreign capital in terms of Kyats and for the purpose of its registration in accordance with the provision under Section-24 of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner.

(a) The amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened.

(b) The detailed lists of the type and value of foreign capital defined under Section-2(h) of the said Law, other than foreign currency, to the Chairman, Foreign Capital Evaluation Sub-Committee.

16. Whenever Myanmar Kurosawa Trust Co., Ltd. brings in foreign capital defined under Section 2(h) of the said Law, other than foreign currency in the manner stated in paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have to be submitted to the Commission as prescribed, vide letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure(1)]

18. Myanmar Kurosawa Trust Co., Ltd. shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. Myanmar Kurosawa Trust Co., Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. Hence, it shall observe the directive issued by the Commission vide letter No. Ya Ka-1/139/94 (0440) dated 30-6-94 [Annexure(2)] to undertake all proper treatment systems and other necessary environmental control systems.

20. Myanmar Kurosawa Trust Co., Ltd. shall follow the procedures prescribed by the Commission, vide letter No. Ya Ka-7/408/94 (0424) dated 29-6-94 [Annexure(3)] to expedite the clearance of imports of capital and inter-industry use goods brought in as capital investment and raw materials required during the initial 3-year operation period.

21. Myanmar Kurosawa Trust Co., Ltd., in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter VIII, Rule 15 of the Procedures relating to the Union of Myanmar Foreign Investment Law.

By Order,

Brig-Gen Maung Maung

Secretary

(Minister at the Deputy Prime Minister's Office)

Mr. Masatomo Kurosawa

Kurosawa Trust Company Limited.

c/o Managing Director

The Union of Myanmar Economic Holdings Limited.

cc:
1. Office of the Chairman of State Law and Order Restoration Council
2. Office of the State Law and Order Restoration Council
3. Office of the Government of the Union of Myanmar
4. Deputy Prime Minister's Office
5. Ministry of National Planning and Economic Development
6. Ministry of Finance and Revenue
7. Ministry of Commerce
8. Ministry of Mines
9. Ministry of Foreign Affairs
10. Ministry of Home Affairs
11. Ministry of Immigration and Population
12. Ministry of Labour
13. Chairman, Committee for Assisting the Myanmar Investment Commission (Governor, Central Bank of Myanmar)
14. Chairman, Foreign Capital Evaluation Sub-Committee (Director General, Central Equipment Statistics and Inspection Department)
15. Director General, Directorate of Investment and Company Administration
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Managing Director, Myanma Insurance
21. Director General, Directorate of Trade
22. Director General, Immigration and Manpower Department
23. Director General, Directorate of Labour
24. Chairman, Union of Myanmar Chamber of Commerce and Industry